

254. Upon information and belief, Harbourview CDO II Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Colorado.

255. Upon information and belief, Harbourview CLO IV, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Colorado.

256. Upon information and belief, Harch CLO I, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Florida.

257. Upon information and belief, High Income Portfolio is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

258. Upon information and belief, Highland Legacy Limited is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Texas.

259. Upon information and belief, Highland Loan Funding V Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Texas.

260. Upon information and belief, Highland Offshore Partners is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Texas.

261. Upon information and belief, IBJ Whitehall Funding 2001 Trust is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Delaware.

262. Upon information and belief, IDS Life Insurance Company is an insurance company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

263. Upon information and belief, Indosuez Capital Funding IIA, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

264. Upon information and belief, Indosuez Capital Funding IV, L.P. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

265. Upon information and belief, ING Pilgrim Senior Income Fund is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Arizona.

266. Upon information and belief, ING Senior Income Fund is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Arizona.

267. Upon information and belief, Investment Fund II LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

268. Upon information and belief, Investment Partners I is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

269. Upon information and belief, J.H. Whitney Market Value Fund, L.P. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Connecticut.

270. Upon information and belief, Jissekikun Funding, Inc. is a corporation engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

271. Upon information and belief, Jupiter Loan Funding LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of North Carolina.

272. Upon information and belief, Katonah I, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

273. Upon information and belief, Katonah II Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

274. Upon information and belief, Katonah III Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

275. Upon information and belief, King Street Capital, L.P. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

276. Upon information and belief, KZH CNC LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

277. Upon information and belief, KZH Highland-2 LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

278. Upon information and belief, KZH ING-1 LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

279. Upon information and belief, KZH ING-3 LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

280. Upon information and belief, KZH Pamco LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

281. Upon information and belief, KZH Soleil LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

282. Upon information and belief, KZH Soleil-2 LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

283. Upon information and belief, KZH Sterling LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

284. Upon information and belief, Landmark CDO Limited is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Connecticut.

285. Upon information and belief, LCM I Limited Partnership is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

286. Upon information and belief, Lehman Commercial Paper, Inc. is a corporation engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

287. Upon information and belief, Longhorn CDO (Cayman) Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New Jersey.

288. Upon information and belief, Longhorn II CDO (Cayman) Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New Jersey.

289. Upon information and belief, Magnetite Asset Investors L.L.C. is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Texas.

290. Upon information and belief, Merrill Lynch Debt Strategies Fund II, Inc. is a corporation engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New Jersey.

291. Upon information and belief, Merrill Lynch Global Investment Series: Income Strategies Portfolio is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New Jersey,

292. Upon information and belief, Mizuho Corporate Bank, Ltd. is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

293. Upon information and belief, ML CLO XV Pilgrim America (Cayman) Ltd. is a limited partnership investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Arizona.

294. Upon information and belief, ML CLO XX Pilgrim America (Cayman) Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Arizona.

295. Upon information and belief, Monument Capital Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

296. Upon information and belief, Morgan Stanley Emerging Markets, Inc. is a corporation engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

297. Upon information and belief, Morgan Stanley Prime Income Trust is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

298. Upon information and belief, Mountain Capital CLO I is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

299. Upon information and belief, Mountain Capital CLO II is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

300. Upon information and belief, Muirfield Trading, LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of North Carolina.

301. Upon information and belief, Muzinich Cashflow CBO II Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Cayman Islands.

302. Upon information and belief, MW Post Opportunity Offshore Fund is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

303. Upon information and belief, MW Post Portfolio Fund is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

304. Upon information and belief, Nationwide Life and Annuity Insurance Company is an insurance company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Ohio.

305. Upon information and belief, Nationwide Mutual Insurance Company is an insurance company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Ohio.

306. Upon information and belief, Nemean CLO Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

307. Upon information and belief, New Alliance Global CDO, Limited is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

308. Upon information and belief, New York Life Insurance and Annuity Co. is an insurance company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Ohio.

309. Upon information and belief, Nomura Bond & Loan Fund is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

310. Upon information and belief, Northwoods Capital, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

311. Upon information and belief, Northwoods Capital II, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

312. Upon information and belief, Northwoods Capital III, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

313. Upon information and belief, Nuveen Floating Rate Fund is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

314. Upon information and belief, Nuveen Senior Income Fund is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

315. Upon information and belief, Oak Hill CLO Management I LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

316. Upon information and belief, Oak Hill Credit Partners I Limited is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

317. Upon information and belief, Oak Hill Fund II, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

318. Upon information and belief, Oak Hill Securities Fund, L.P. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

319. Upon information and belief, Opportunity Fund, LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

320. Upon information and belief, Oryx CLO, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

321. Upon information and belief, Owl Creek Asset Management, L.P. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

322. Upon information and belief, Oxford Strategic Income Fund is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

323. Upon information and belief, Pacifica Partners I, L.P. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

324. Upon information and belief, Pam Capital Funding L.P. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Texas.

325. Upon information and belief, Pamco Cayman Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Texas.

326. Upon information and belief, Perry Principals LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

327. Upon information and belief, Phoenix-Goodwin High Yield Fund is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Maryland.

328. Upon information and belief, Pilgrim CLO 1999-1 Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Arizona.

329. Upon information and belief, Pilgrim Senior Income Fund is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Arizona.

330. Upon information and belief, Pimco Corporate Income Fund is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

331. Upon information and belief, Post Balanced Fund, L.P. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

332. Upon information and belief, Post High Yield L.P. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

333. Upon information and belief, Post Opportunity Fund, L.P. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

334. Upon information and belief, Post Opportunity Offshore Fund is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

335. Upon information and belief, PPM Shadow Creek Funding LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of North Carolina.

336. Upon information and belief, PPM-Spyglass Funding Trust is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of North Carolina.

337. Upon information and belief, Providence Capital LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Minnesota.

338. Upon information and belief, Prudential Insurance Company of America is an insurance company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New Jersey.

339. Upon information and belief, Putnam Diversified Income Trust is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

340. Upon information and belief, Putnam High Yield Advantage Fund is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

341. Upon information and belief, Putnam High Yield Trust is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

342. Upon information and belief, Putnam Master Income Trust is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

343. Upon information and belief, Putnam Master Intermediate Income Trust is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

344. Upon information and belief, Putnam Premier Income Trust is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

345. Upon information and belief, Putnam Variable Trust - PVT Diversified Income Fund is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

346. Upon information and belief, Putnam Variable Trust - PVT High Yield Fund is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

347. Upon information and belief, QDRF Master Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

348. Upon information and belief, Quantum Partners LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

349. Upon information and belief, Race Point CLO, Limited is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

350. Upon information and belief, Redwood Master Fund, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Ohio.

351. Upon information and belief, Reliance Standard Life Insurance Company is an insurance company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Pennsylvania.

352. Upon information and belief, Restoration Funding CLO Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Texas.

353. Upon information and belief, Rosemont CLO, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Illinois.

354. Upon information and belief, Safety National Casualty Corp. is a corporation engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Missouri.

355. Upon information and belief, Sankaty High Yield Partners II, L.P. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

356. Upon information and belief, Satellite Senior Income Fund, LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

357. Upon information and belief, Sawgrass Trading LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of North Carolina.

358. Upon information and belief, Scudder Floating Rate Fund is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Illinois.

359. Upon information and belief, Seaboard CLO 2000 Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Delaware.

360. Upon information and belief, Seneca Capital, L.P. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

361. Upon information and belief, Senior Debt Portfolio is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

362. Upon information and belief, Sequils - Centurion V Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Texas.

363. Upon information and belief, Sequils - Cumberland I, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Illinois.

364. Upon information and belief, Sequils-ING (HBDGM) Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

365. Upon information and belief, Sequils-Liberty, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

366. Upon information and belief, Sequils-Magnum Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

367. Upon information and belief, Sequils-Pilgrim I, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Arizona.

368. Upon information and belief, Sierra CLO I Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

369. Upon information and belief, Signature 1A (Cayman, Ltd.) is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

370. Upon information and belief, Skandinaviska Enskilda Banken (AB) is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of North Carolina.

371. Upon information and belief, SL Loans I Limited is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Texas.

372. Upon information and belief, SOF Investments, L.P. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

373. Upon information and belief, Sprugos Investments IV, LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

374. Upon information and belief, SRF 2000 LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of North Carolina.

375. Upon information and belief, SRS Strategies (Cayman), L.P. is limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

376. Upon information and belief, SRV-Highland, Inc. is a corporation engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Texas.

377. Upon information and belief, Stanfield Arbitrage CDO Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

378. Upon information and belief, Stanfield CLO, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

379. Upon information and belief, Stanfield Quattro CLO, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

380. Upon information and belief, Stanfield RMF Transatlantic CDO Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

381. Upon information and belief, State of South Dakota Retirement System is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

382. Upon information and belief, Stein Roe & Farnham CLO I Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Illinois.

383. Upon information and belief, Stephen Adams Living Trust is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

384. Upon information and belief, SunAmerica Senior Floating Rate Fund, Inc. is a corporation engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the Commonwealth of Massachusetts.

385. Upon information and belief, Syndicated Loan Funding Trust is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

386. Upon information and belief, The ING Capital Senior Secured High Income Holdings Fund, Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of California.

387. Upon information and belief, The President & Fellows of Harvard College is an institution engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

388. Upon information and belief, Third Avenue Trust is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

389. Upon information and belief, Thracia LLC is a limited liability company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

390. Upon information and belief, Travelers Corporate Loan Fund, Inc. is a corporation engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Connecticut.

391. Upon information and belief, Tryon CLO Ltd. 2000-1 is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of North Carolina.

392. Upon information and belief, Tuscany CDO Ltd. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Michigan.

393. Upon information and belief, Tyler Trading, Inc. is a corporation engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of North Carolina.

394. Upon information and belief, University of Chicago is an institution engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Illinois.

395. Upon information and belief, Van Kampen Prime Rate Income Trust is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Illinois.

396. Upon information and belief, Van Kampen Senior Floating Rate Fund is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Illinois.

397. Upon information and belief, Van Kampen Senior Income Trust is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Illinois.

398. Upon information and belief, Venture CDO 2002, Limited is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

399. Upon information and belief, Westminster Bank PLC is a financial institution engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Ohio.

400. Upon information and belief, Whitney Private Debt Fund, L.P. is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Connecticut.

401. Upon information and belief, Windsor Loan Funding, Limited is a limited partnership engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of New York.

402. Upon information and belief, Winged Foot Fund Trust is an investment company engaged in the business of, among other things, acquiring bank debt, with its principal place of business located in the State of Connecticut.

403. The true names, identities and capacities of the Defendants sued herein as John Doe Nos. 1-100; and John Doe, Inc., Nos. 1-100 are unknown to Plaintiffs. These fictitiously named Defendants hold, or at one time held, some or all of the right, title and interest in one or more of the Co-Borrowing and Non-Co-Borrowing Credit Facilities described herein. As and when the names, identities and capacities of these fictitiously named Defendants become known, Plaintiffs will amend this Complaint to set forth these Defendants' true names, identities and capacities and otherwise proceed against them as if they had been named as parties upon the commencement of this adversary proceeding in accordance with Rules 15 and 25 of the Federal Rules of Civil Procedure.

404. The parties identified in paragraphs 144 through 403, above, are collectively referred to herein as the "Assignees."

The Rigas Family Entities

405. Upon information and belief, Hilton Head Communications, L.P. ("Hilton Head") is a limited partnership organized under the laws of the State of Delaware, with its principal place of business located in the Commonwealth of Pennsylvania.

406. Upon information and belief, Highland Prestige of Georgia, Inc. ("Highland Prestige") is a corporation organized under the laws of the State of Delaware, with its principal place of business located in the Commonwealth of Pennsylvania.

407. Upon information and belief, Highland Video Associates, L.P. ("Highland Video") is a limited partnership organized under the laws of the Commonwealth of Pennsylvania, with its principal place of business located in the Commonwealth of Pennsylvania.

408. Upon information and belief, Highland Communications LLC ("Highland Communications") is a limited liability company organized under the laws of the Commonwealth of Pennsylvania, with its principal place of business located in the Commonwealth of Pennsylvania.

409. Upon information and belief, Highland Preferred Communications LLC ("Highland Preferred") is a limited liability company organized under the laws of the Commonwealth of Pennsylvania, with its principal place of business located in the Commonwealth of Pennsylvania.

410. Upon information and belief, Coudersport Cable and Television Company ("CCT") is a corporation organized under the laws of the Commonwealth of Pennsylvania, with its principal place of business located in the Commonwealth of Pennsylvania.

411. Hilton Head, Highland Prestige, Highland Video, Highland Communications, Highland Preferred, CCT and other entities wholly-owned by the Rigas Family are collectively referred to herein as the "RFEs." Neither Adelphia nor any of its direct or indirect subsidiaries owned or owns any interest in any of the RFEs.

FACTS

A. The Rigas Family's Ownership And Control Of The Debtors.

412. In or about 1952, John Rigas entered the cable business by acquiring a small cable system located in Coudersport, Pennsylvania. Over the next fifty years, this company, now known as Adelphia Communications Corporation, became the sixth largest cable provider in the United States.

413. At all relevant times, members of the Rigas Family, principally John Rigas and his three sons, Timothy, Michael and James Rigas (collectively, the "Rigas Family"), with substantial assistance from two senior Adelphia executives, James Brown ("Brown") and Michael Mulcahey ("Mulcahey"), held all of the most senior positions of the Debtors. John Rigas was Adelphia's President and Chief Executive Officer; Timothy Rigas was Adelphia's Executive Vice-President, Chief Financial Officer, Chief Accounting Officer and Treasurer; Michael Rigas was Adelphia's Executive Vice-President in charge of operations; and James Rigas was Adelphia's Executive Vice-President in Charge of Strategic Planning. The Rigas Family also controlled the operations of each of Adelphia's direct and indirect subsidiaries and the RFEs, and made, or approved of, the major business decisions on behalf of the Debtors. The Rigas Family caused the Debtors to engage in all acts or omissions alleged herein to have been

made by the Debtors, with the assistance of Brown, Mulcahey and other senior executives of the Debtors who were complicit in the fraud.

414. The Rigas Family also maintained a majority of the voting power of Adelphia's shares through its ownership of nearly all of Adelphia's issued and outstanding Class B shares of common stock, each of which carried ten times the voting power of an Adelphia Class A share. At all relevant times, Adelphia's Class A stock and debt securities (along with certain debt securities issued by indirect Adelphia subsidiaries) were publicly traded and listed on one or more national exchanges.

415. Prior to each of their resignations in May 2002, members of the Rigas Family had a majority of the nine seats on Adelphia's Board of Directors and occupied all of its senior management positions. John Rigas was Chairman of the Board of Adelphia, and Michael, Timothy and James Rigas each were directors of Adelphia. A relative of the Rigas Family, Peter Venetis, also was a director and under the control of the Rigas Family.

416. The Rigas Family's ubiquitous position within Adelphia enabled it to conceal the nature and extent of its fraudulent conduct from the independent members of Adelphia's Board of Directors, creditors (other than Defendants) and other constituents. No aspect of the fraud was revealed to Adelphia's independent directors or officers who could have and would have acted to stop the fraud had it been disclosed to them prior to 2002. Indeed, when the fraud was disclosed to the independent directors in March 2002, they acted swiftly to investigate it and ultimately to terminate the Rigas Family's management of the Debtors.

B. The Debtors' Credit Facilities.

417. Beginning in 1998, the Debtors and the Rigas Family engaged in an acquisition campaign to expand the Debtors' subscriber base and to become one of the largest cable companies in the country. The Debtors financed these acquisitions by incurring billions of dollars of bank debt and through other debt and equity offerings. As more fully described below, however, the Debtors and the Rigas Family used the bank debt they incurred to perpetrate a massive fraud on creditors other than Defendants. The bank debt facilities outstanding as of the Petition Date are identified below.

1. The Non-Co-Borrowing Facilities.

a. The Frontiervision Credit Facility.

418. Pursuant to a Second Amended and Restated Credit Agreement, dated as of December 19, 1997 (as amended on October 7, 1998, July 15, 1999 and March 2, 2001, the "Frontiervision Credit Agreement"), an Adelphia indirect subsidiary -- Frontiervision Operating Partners, L.P. -- entered into an \$800 million facility with various lenders, comprising two separate term loans of \$250 million each and a \$300 million revolving line of credit. Other indirect subsidiaries of Adelphia, including Frontiervision Capital Corporation, Frontiervision Cable New England, Inc., Adelphia Communications of California III, LLC, FOP Indiana, L.P., and The Maine Internetworks, Inc.,² guaranteed the repayment of funds drawn under the facility pursuant to a Subsidiary Guaranty Agreement, dated as of December 19, 1997 (collectively, the "Frontiervision Guaranty Agreements"). Frontiervision Operating Partners, L.P., pledged all of

² Each of the Debtors that are obligors, pledgors or guarantors of indebtedness under the Frontiervision Facility are referred to herein as the "Frontiervision Debtors."

its assets (including the stock of its subsidiaries) to secure repayment pursuant to a Security Agreement, as amended, dated as of December 19, 1997 (the "Frontiervision Security Agreement"). Other Adelphia indirect subsidiaries, including Frontiervision Holdings, L.P. and Frontiervision Operating Partners, LLC, guaranteed the repayment of funds drawn under the facility, and pledged their respective partnership interests in Frontiervision Operating Partners, L.P. to secure repayment pursuant to a Partner Pledge Agreement, as amended, dated as of December 19, 1997 (the "Frontiervision Partner Pledge Agreements"). Frontiervision Holdings, L.P., also pledged its holdings in its subsidiary, Frontiervision Operating Partners, LLC, to secure repayment pursuant to a Stock Pledge Agreement, as amended, dated as of December 19, 1997 (the "Frontiervision Stock Pledge Agreement," and together with the Frontiervision Credit Agreement, the Frontiervision Security Agreement, the Frontiervision Guaranty Agreements, the Frontiervision Partner Pledge Agreements and all related agreements, the "Frontiervision Credit Facility").

419. Chase acted as Administrative Agent, J.P. Morgan Securities, Inc. acted as Syndication Agent, and CIBC acted as Documentation Agent under the Frontiervision Credit Facility. Other defendants participating in the Frontiervision Credit Facility include Morgan Guaranty, BMO, FNBC, Wachovia, Long-Term Credit, UBC, Fleet, Rabobank, ABN AMRO, BankBoston, BONY, Dresdner Bank, Credit Lyonnais, Mellon Bank, Bank Paribas, PNC Bank, Royal Bank of Canada, CBRI, BNP, U.S. Bank, Crestar Bank, First Hawaiian, The Fuji Bank, GECC, Industrial Bank of Japan, Mitsubishi Trust, Sumitomo, SunTrust, Natexis, KZH Holding,

Van Kampen Trust, ING Trust, Merrill Lynch Floating Rate Fund, Octagon, Travelers, CAI, PFL Life, Royalton, and one or more of the Assignees.³

420. As of the Petition Date, approximately \$617 million was outstanding under the Frontiervision Credit Facility.

b. **The Parnassos Credit Facility.**

421. Pursuant to a Credit Agreement, dated as of December 30, 1998 (the "Parnassos Credit Agreement"), Parnassos, L.P., an Adelphia subsidiary, entered into a \$700 million Facility with various lenders, comprising a \$350 million term loan and a \$350 million revolving line of credit. Other indirect Adelphia subsidiaries, including Parnassos Communications, L.P. and Parnassos Holdings, L.L.C.,⁴ pledged their respective partnership interests in Parnassos, L.P. to secure repayment pursuant to a Partners Pledge Agreement, dated as of December 30, 1998 (the "Parnassos Pledge Agreement," and together with the Parnassos Credit Agreement and all related agreements, the "Parnassos Credit Facility").

422. BNS acted as Administrative Agent, BofA acted as Documentation Agent, and TD Securities acted as Syndication Agent for the Parnassos Credit Facility. In addition, (i) each of the following acted as Managing Agent: BMO, Barclays, CIBC, Credit Lyonnais, CSFB, Wachovia, Fleet, PNC Bank, Rabobank and SBHC; and (ii) each of the following acted as Co-Agent: BLG, Dresdner Bank, MeesPierson, BONY and Lehman Brothers. Other

³ The lenders in the Frontiervision Facility are referred to herein collectively as the "Frontiervision Lenders."

⁴ The Debtors that are obligors, pledgors or guarantors of indebtedness under the Parnassos Facility are referred to herein collectively as the "Parnassos Debtors."

Defendants participating in the Parnassos Credit Facility include BHV, BNP, SunTrust, First Hawaiian, FNBM, GSLP, MTTC, U.S. Trust, and one or more of the Assignees.⁵

423. As of the Petition Date, approximately \$623 million was outstanding under the Parnassos Credit Facility.

c. The Century-TCI Credit Facility.

424. Pursuant to a Credit Agreement, dated as of December 3, 1999 (the "Century-TCI Credit Agreement"), Century-TCI California, L.P., an Adelphia subsidiary, entered into a \$1 billion Credit Agreement with various lenders, comprising a \$500 million term loan and a \$500 million revolving line of credit. Other indirect Adelphia subsidiaries, including Century-TCI California Communications, L.P. and Century-TCI Holdings, LLC,⁶ pledged their partnership interests in Century-TCI California, L.P. to secure repayment pursuant to a Pledge Agreement, dated as of December 3, 1999 (the "Century-TCI Pledge Agreement," and together with the Century-TCI Credit Agreement and all related agreements, the "Century-TCI Credit Facility").⁷

425. Citibank acted as Administrative Agent, Societe Generale and Deutsche Bank Securities were Co-Syndication Agents, SSB was Lead Arranger and Sole Book Manager, and Mellon Bank was Documentation Agent for the Century-TCI Credit Facility. Other defendants participating in the Century-TCI Credit Facility include BofA, BONY, BNS, Bank One, Chase, CIBC, Credit Lyonnais, Dai-Ichi Kangyo, Mitsubishi Trust, TDI, BMO, Barclays, Credit Locale,

⁵ Each of the lenders participating in the Parnassos Facility are referred to herein collectively as the "Parnassos Lenders."

⁶ The Debtors that are obligors, pledgors or guarantors of indebtedness under the Century-TCI Facility are referred to collectively as the "Century-TCI Debtors."

⁷ The Frontiervision, Parnassos and Century-TCI Credit Facilities are referred to herein collectively as the "Non-Co-Borrowing Facilities." The lenders in the Non-Co-Borrowing Facilities are referred to herein collectively as the "NCB Lenders."

Wachovia, Industrial Bank of Japan, PNC Bank, Webster Bank, and one or more of the Assignees.⁸

426. As of the Petition Date, approximately \$1 billion was outstanding under the Century-TCI Credit Facility.

2. The Co-Borrowing Facilities.

a. The UCA/HHC Co-Borrowing Facility.

427. Pursuant to a Credit Agreement, dated as of May 6, 1999 (the "UCA/HHC Credit Agreement"), six indirect subsidiaries of Adelphia -- UCA Corp., UCA LLC, National Cable Acquisition Associates, L.P., Grand Island Cable, Inc., Tele-Media Company of Hopewell-Prince George, and SVHH Cable Acquisition, L.P. -- and one RFE -- Hilton Head -- entered into an \$850 million Co-Borrowing Facility with various lenders, comprising a \$600 million revolving credit loan and a \$250 million term loan. Other indirect Adelphia subsidiaries, including Ultracom of Montgomery County, Inc., Multi-Channel T.V. Cable Company of Virginia, Van Buren County Cablevision, Inc., Valley Cablevision, Inc., Western Reserve Cablevision, Inc., Huntingdon Television Cable Co., Tele-Media Investment Partnership, L.P., and one RFE, Ionian Communications, L.P., guaranteed the repayment of funds drawn under the UCA/HHC Co-Borrowing Facility pursuant to a Subsidiary Guaranty, dated as of May 6, 1999 (the "UCA/HHC Guaranty Agreement"). In addition, to secure repayment of the UCA/HHC Credit Agreement, (i) Adelphia pledged the stock of its indirect subsidiaries UCA Corp. and Grand Island Cable, Inc., (ii) Adelphia subsidiary ACC Operations, Inc. pledged its holdings in

⁸ The lenders in the Century-TCI Credit Facility are referred to herein collectively as the "Century-TCI Lenders."

its subsidiary UCA LLC, (iii) indirect Adelphia subsidiaries UCA Corp., UltraCom of Montgomery County, Inc., UCA LLC, SVHH Holdings, Inc., SHHH Acquisition Corp., Eastern Virginia Cablevision Holdings, LLC, Eastern Virginia Cablevision, L.P., Olympus Communications, L.P., Olympus Communications Holdings, LLC and National Cable Acquisition Associates, L.P. pledged the stock of their direct subsidiaries, (iv) RFEs NCAA Holdings, Inc. and Doris Holdings, L.P. pledged their respective holdings in Hilton Head, and (v) RFEs Iliad Holdings, Inc. and Hilton Head pledged their partnership interests in Ionian Communications, L.P., pursuant to an Obligor Pledge Agreement, dated as of May 6, 1999 (the "UCA/HHC Pledge Agreement," and together with the UCA/HHC Credit Agreement, the UCA/HHC Guaranty and all related agreements, the "UCA/HHC Co-Borrowing Facility"). On April 25, 2002, indirect Adelphia subsidiaries Southwest Virginia Cable, Inc., Adelphia Cablevision of Santa Ana, LLC, Adelphia Cablevision of Simi Valley, LLC and Adelphia Central Pennsylvania, LLC became guarantors under the UCA/HHC Guaranty and pledged their membership interests under the UCA/HCC Pledge Agreement.⁹

428. Wachovia was a lender and acted as the Administrative Agent for the other lenders participating in the UCA/HHC Co-Borrowing Facility. BMO was a lender and acted as the Documentation Agent. PNC Bank was a lender and acted as the Syndication Agent. Wachovia, BMO and PNC Bank were also Arranging Agents and Joint Book Runners.¹⁰

429. Upon information and belief, each of the UCA/HHC Agent Banks conducted significant due diligence on the Debtors' businesses prior to closing of the UCA/HHC Co-

⁹ The Debtors that are obligors, pledgors or guarantors of indebtedness under the UCA/HHC Co-Borrowing Facility are referred to collectively as the "UCA/HHC Debtors."

¹⁰ The lenders named as agents in the UCA/HHC Co-Borrowing Facility are referred to collectively as the "UCA/HHC Agent Banks." The lenders in the UCA/HHC Co-Borrowing Facility are referred to collectively as the UCA/HHC Lenders.

Borrowing Facility and assisted the Debtors in the preparation of an offering memorandum to solicit other Co-Borrowing Lenders to participate in the facility. Upon information and belief, each of the UCA/HHC Agent Banks received compliance certificates from the Debtors evidencing the amounts outstanding under the facility and information about the intended uses of each of the borrowings under the UCA/HHC Co-Borrowing Facility. Upon information and belief, the UCA/HHC Agent Banks were required to, and, in fact, did transmit this information to each of the UCA/HHC Lenders in the ordinary course of business.

430. Other Defendants participating in the UCA/HHC Facility include: BofA, ABN AMRO, BONY, BNS, Barclays, Chase, CIBC, Rabobank, Credit Lyonnais, CSFB, FMB, SBHC, Franklin Trust, Industrial Bank of Japan, Meespierson, NCBP, Royal Bank of Canada, and one or more of the Assignees.

431. As of the Petition Date, approximately \$831 million was outstanding under the UCA/HHC Co-Borrowing Facility.

b. The CCH Co-Borrowing Facility.

432. Pursuant to a Credit Agreement, dated as of April 14, 2000 (the "CCH Credit Agreement"), two Adelphia indirect subsidiaries -- Century Cable Holdings, LLC and Ft. Meyers Cablevision, LLC -- and one RFE -- Highland Prestige -- entered into a \$2.25 billion Co-Borrowing Facility with various Defendants, comprising a \$1.5 billion revolving credit facility and a \$750 million term loan; an additional \$500 million term loan was funded on September 28, 2000 bringing the total amount available under the facility to \$2.75 billion. Other indirect Adelphia subsidiaries guaranteed repayment of funds drawn under this facility pursuant to a Guaranty Agreement, dated as of April 14, 2000 (the "CCH Guaranty Agreement") including the

following: Adelphia Cleveland, LLC, Adelphia Prestige Cablevision, LLC, Fort Myers/Gateway, LLC, Tri-States, LLC, Wellsville Cablevision, LLC, Century Colorado Springs Partnership, CMA Cablevision Associates VII, L.P., CMA Cablevision Associates XI, Limited Partnership, Eastern Virginia Cablevision, L.P., Martha's Vineyard Cablevision, L.P., Tele-Media Company of Tri-States, L.P., Badger Holding Corporation, Blacksburg/Salem Cablevision, Inc., Brazas Communications, Inc., CDA Cable, Inc., Century Alabama Corp., Century Alabama Holding Corp., Century Berkshire Cable Corp., Century Cable Management Corporation, Century Carolina Corp., Century Cullman Corp., Century Enterprise Cable, Corp., Century Huntington Company, Century Indiana Corp., Century Island Associates, Inc., Century Island Cable Television, Inc., Century Kansas Cable Television Corp., Century Lykens Cable Corp., Century Mendocino Cable Television, Inc., Century Mississippi Corp., Century Mountain Corp., Century New Mexico Cable Television Corp., Century Norwich Corp., Century Ohio Cable Television Corp., Century Shasta Cable Television Corp., Century Southwest Colorado Cable Television Corp., Century Trinidad Cable Television Corp., Century Virginia Corp., Century Warrick Cable Corp., Century Washington Cable Television, Inc., Century Wyoming Cable Television, Inc., Century Wyoming Cable Television, Corp., Clear Cablevision, Inc., Cowlitz Cablevision, Inc., DVD Marketing Company, Inc., E&E Cable Service, Inc., Enchanted Cable Corporation, Grafton Cable Company, Huntington CATV, Inc., Imperial Valley Cablevision, Inc., Kootenai Cable, Inc., Louisa Cablevision, Inc., Manchester Cablevision, Inc., Mickelson Media, Inc., Mickelson Media of Florida, Inc., Owensboro on the Air, Inc., Paragon Cable Television, Inc., Paragon Cablevision Construction Corporation, Paragon Cablevision Management Corporation, Pullman TV Cable Co., Inc., Rentavision of Brunswick, Inc., Scranton Cablevision, Inc., Sentinel Communications of Muncie, Indiana, Inc., Southwest Colorado Cable, Inc., S/T Cable

Corporation, Star Cable, Inc., Star Cablevision, Inc., Tele-Media Company of Western Connecticut, TMC Holdings Corporation, Valley Video, Inc., Warrick Cablevision, Inc., The Westover T.V. Cable Co., Incorporated, Wilderness Cable Company and Yuma Cablevision, Inc. In addition, Prestige Communications, Inc., an RFE, guaranteed repayment of funds drawn under this facility pursuant to a CCH Guaranty Agreement, dated as of September 27, 2000.¹¹

433. In addition, other indirect subsidiaries of Adelphia pledged the stock of their direct subsidiaries to secure repayment under the CCH Credit Agreement pursuant to a Pledge Agreement, dated April 14, 2000 (the "CCH Pledge Agreement," and together with the CCH Credit Agreement, the CCH Guaranty Agreement, and related agreement, the "CCH Co-Borrowing Facility"), including the following: Tri-States, LLC, Wellsville Cablevision, LLC, Tele-Media Company of Tri-States, L.P., Badger Holding Corporation, Brazas Communications, Inc., Century Cable Holding Corp., Century Alabama Holding Corp., Century Huntington Company, Century Indiana Corp., Century Island Cable Television, Inc., Century New Mexico Cable Television Corp., Century Shasta Cable Television Corp., Century Southwest Colorado Cable Television Corp., Century Warrick Cable Corp., Century Washington Cable Television, Inc., Ft. Myers Acquisition Limited Partnership, Mickelson Media, Inc., Owensboro on the Air, Inc., Paragon Cable Television, Inc., Rentavision of Brunswick, Inc., Scranton Cablevision, Inc., S/T Cable Corporation, Star Cable, Inc., Star Cablevision, Inc., Tele-Media Company of Western Connecticut, and TMC Holdings Corporation. Highland Prestige, an RFE, and each of John Rigas, Timothy Rigas, Michael Rigas, James Rigas, and Ellen Rigas also pledged certain of their

¹¹ The Debtors that are obligors, pledgors or guarantors of indebtedness under the CCH Co-Borrowing Facility are referred to collectively as the "CCH Debtors."

interests in direct subsidiaries to secure repayment under the CCH Credit Agreement pursuant to a separate CCH Pledge Agreement, dated September 27, 2001.

434. BofA and Chase were lenders and acted as Co-Administrative Agents for the other lenders participating in the CCH Co-Borrowing Facility. TDI was a lender and acted as Syndication Agent under the facility. Barclays was a lender and acted as Arranging Agent. BMO, Wachovia, Citibank, ABN AMRO, BNS, BONY, Credit Lyonnais, CSFB, DLJ, Fleet, Merrill Lynch, Mitsubishi Trust, Morgan Stanley, Rabobank, and SunTrust were lenders and acted as Managing Agents. BAS and Chase Securities acted as Lead Arrangers and Joint Book Managers under the facility. CIBC Securities acted as Documentation Agent.¹²

435. Upon information and belief, each of the CCH Agent Banks conducted significant due diligence on the Debtors' businesses prior to closing the CCH Co-Borrowing Facility and assisted the Debtors in preparing an offering memorandum to solicit other Co-Borrowing Lenders to participate in the facility. Upon information and belief, each of the CCH Agent Banks received compliance certificates from the Debtors evidencing the amounts outstanding under the facility and information about the intended uses of each of the borrowings under the CCH Co-Borrowing Facility. Upon information and belief, the CCH Agent Banks were required to and, in fact, did transmit this information to each of the CCH Lenders in the ordinary course of business.

436. Other Defendants participating in the CCH Co-Borrowing Facility include: CIBC, BLG, Credit Industriel, CypressTree, Dai-Ichi Kangyo, DG Bank, Fifth Third, First

¹² The lenders named as agents in the CCH Co-Borrowing Facility are referred to collectively as the "CCH Agent Banks." The lenders in the CCH Co-Borrowing Facility are referred to collectively as the "CCH Lenders."

Allmerica, Firststar, Foothill, Industrial Bank of Japan, Jackson National, Kemper Fund, KZH III, KZH CypressTree, KZH ING, HZH Langdale, KZH Pondview, KZH Shoshone, KZH Waterside, Liberty-Stein, Meespierson, Mellon Bank, Natexis, NCBP, CypressTree Floating Rate Fund, Olympic Trust, Oppenheimer, Pinehurst, Principal Life, Societe Generale, Stein Roe, U.S. Bank, United of Omaha, and one or more of the Assignees.

437. As of the Petition Date, approximately \$2.5 billion was outstanding under the CCH Co-Borrowing Facility.

c. **The Olympus Co-Borrowing Facility.**

438. Pursuant to a Credit Agreement, dated as of September 28, 2001 (the "Olympus Credit Agreement"), three indirect Adelphia subsidiaries -- Olympus Cable Holdings, LLC, Adelphia Company of Western Connecticut, and Adelphia Holdings 2001, LLC -- and two RFEs -- Highland Video and CCT -- entered into a \$2.03 billion Co-Borrowing Facility with various Defendants, comprising a \$765 million revolving credit facility, a \$765 million term loan, and a \$500 million term loan. Other Adelphia indirect subsidiaries, including ACC Cable Communications FL-VA, LLC, ACC Cable Holdings VA, Inc., ACC Media VA, Inc., Adelphia Cable Partners, L.P., Adelphia Cablevision Associates, L.P., Adelphia Cablevision of New York, Inc., Adelphia GS Cable, LLC, Arahova Holdings, LLC, Better TV Inc. of Bennington, CCC-III, Inc., CDA Cable, Inc. Century Alabama Corp., Century Alabama Holding Corp., Century Cable Management Corporation, Century Carolina Corp., Century Cullman, Corp., Century Enterprise Cable Corp., Century Huntington Company, Century Kansas Cable Television Corp., Century Lykens Cable Corp., Century Mississippi Corp., Century Norwich Corp., Century Shasta Cable Television Corp., Century Washington Cable Television, Inc., Chelsea Communications, Inc.,

Chelsea Communications, LLC, Cowlitz Cablevision, Inc., Genesis Cable Communications Subsidiary, LLC, GS Cable, LLC, Imperial Valley Cablevision, Inc., Kalamazoo County Cablevision, Inc., Key Biscayne Cablevision, Kootenai Cable, Inc., Mickelson Media of Florida, Mountain Cable Communications Corporation, Mountain Cable Company, L.P., Mt. Lebanon Cablevision, Inc., Multi-Channel T.V. Cable Company, Olympus Cable Holdings LLC, Pericles Communication Corporation, Pullman TV Cable Co., Inc., Rentavision of Brunswick, Inc., Richmond Cable Television Corporation, Rigpal Communications, Inc., Southeast Florida Cable, Inc., Telesat Acquisition, LLC, Three Rivers Cable Associates, L.P., Timotheus Communications, L.P., Upper St. Clair Cablevision, Inc., Valley Video, Inc. Warrick Cablevision, Inc., Warrick Indiana, L.P., West Boca Acquisition Limited Partnership, Wilderness Cable Company, and Yuma Cablevision, Inc., guaranteed repayment of funds drawn under the Olympus Co-Borrowing Facility pursuant to a Guaranty, dated as of September 28, 2001 (the "Olympus Guaranty Agreement"). Each of the following RFEs also signed an Olympus Guaranty Agreement: Bucktail Broadcasting Corporation, CCT, Henderson Community Antenna Television, Inc., Adelphia Cablevision Associates of Radnor, L.P., Adelphia Cablevision Associates of West Palm Beach, LLC, Adelphia Cablevision Associates of West Palm Beach II, LLC, Highland Video and Montgomery Cablevision Associates, L.P.

439. In addition, (i) an indirect Adelphia subsidiary, ACC Operations, Inc., pledged its holdings in Adelphia Cable Partners, L.P., and (ii) other indirect Adelphia subsidiaries, including ACC Cable Communications FL-VA, LLC, ACC Cable Holdings VA, Inc., ACC Holdings II, LLC, ACC Media VA, Inc., Adelphia Cable Partners, L.P., Adelphia GS Cable, LLC, Arahova Holdings, LLC, CCCIII, Inc., Century Alabama Holding Corp., Century Shasta Cable Television Corp., Century Washington Cable Television, Inc., Chelsea Communications,

Inc., Chelsea Communications, LLC, Kalamazoo County Cablevision, Inc., Mountain Cable Communications Corporation, Mt. Lebanon Cablevision, Inc., Olympus Cable Holdings LLC, Olympus Cable Holdings LLC, Olympus Communications Holdings, LLC, Olympus Subsidiary, LLC, Pericles Communication Corporation, Rigpal Communications, Inc., Three Rivers Cable Associates, L.P., TMC Holdings LLC, Upper St. Clair Cablevision, Inc., Warrick Cablevision, Inc., and West Boca Acquisition Limited Partnership, pledged the stock of their direct subsidiaries to secure repayment pursuant to a Pledge Agreement, dated as of September 28, 2001 (the "Olympus Pledge Agreement," and together with the Olympus Credit Agreement, the Olympus Guaranty Agreement, and related agreements, the "Olympus Co-Borrowing Facility").¹³ Later, each of the following RFEs also signed an Olympus Pledge Agreement: Bucktail Broadcasting Corporation, CCT, Henderson Community Antenna Television, Inc., Adelphia Cablevision Associates of Radnor, L.P., Adelphia Cablevision Associates of West Palm Beach, LLC, Adelphia Cablevision Associates of West Palm Beach II, LLC, Highland Holdings, Highland Video and Montgomery Cablevision Associates, L.P.¹⁴

440. BMO was a lender and acted as the Administrative Agent for the other lenders participating in the Olympus Co-Borrowing Facility. Wachovia and BNS were lenders and acted as Syndication Agents. Fleet and BONY were lenders and acted as Documentation Agents. BofA, Bankers Trust Company, Citicorp, TDI, Chase, Deutsche Bank, CSFB, Credit Lyonnais, Royal Bank of Scotland, Societe Generale, and Fuji Bank were lenders and acted as Managing

¹³ The Debtors that are obligors, pledgors or guarantors of indebtedness under the Olympus Co-Borrowing Facility are referred to collectively as the "Olympus Debtors." The UCA/HHC Debtors, the CCH Debtors and the Olympus Debtors are referred to herein collectively as the "Co-Borrowing Debtors."

¹⁴ The UCA/HHC Co-Borrowing Facility, the CCH Co-Borrowing Facility and the Olympus Co-Borrowing Facility are referred to herein collectively as the "Co-Borrowing Facilities."

Agents. Wachovia Securities and BNS acted as Lead Arrangers and Joint Book Managers under the facility.¹⁵

441. Upon information and belief, each of the Olympus Agent Banks conducted significant due diligence on the Debtors' businesses prior to closing the Olympus Co-Borrowing Facility and assisted the Debtors in preparing an offering memorandum to solicit other Co-Borrowing Lenders to participate in the facility. Upon information and belief, each of the Olympus Agent Banks received compliance certificates from the Debtors evidencing the amounts outstanding under the facility and information about the intended uses of each of the borrowings under the Olympus Co-Borrowing Facility. Upon information and belief, the Olympus Agent Banks were required to, and, in fact, did transmit this information to each of the Olympus Lenders in the ordinary course of business.

442. Other Defendants participating in the Olympus Co-Borrowing Facility include: CIBC, Credit Industriel, Merrill Lynch Debt Fund, Merrill Lynch Trust, Merrill Lynch Portfolio, Merrill Lynch Floating Rate Fund, Natexis, Riviera Funding, Stanwich, Sumitomo, Toronto Dominion, and one or more of the Assignees.

443. As of the Petition Date, approximately \$1.3 billion was outstanding under the Olympus Co-Borrowing Facility.

¹⁵ The lenders named as agents in the Olympus Co-Borrowing Facility are referred to herein collectively as the "Olympus Agent Banks." The lenders in the Olympus Co-Borrowing Facility are referred to collectively as the "Olympus Lenders." The UCA/HHC Lenders, the CCH Lenders and the Olympus Lenders are referred to herein collectively as the "Co-Borrowing Lenders." The UCA/HHC Agent Banks, the CCH Agent Banks and the Olympus Agent Banks are referred to herein collectively as the "Agent Banks."

C. The Rigas Family Used The Co-Borrowing Facilities To Loot The Debtors.

1. The Unprecedented Structure Of The Co-Borrowing Facilities.

444. The Co-Borrowing Facilities were at the heart of the fraud perpetrated by the Rigas Family: these facilities provided the Rigas Family with the means and opportunity to loot the Debtors and to hide their misconduct from constituents other than Defendants.

445. Pursuant to each of the Co-Borrowing Facilities, each member of the borrowing group in the facility (a "co-borrower") -- whether a subsidiary of Adelphia or the Rigas Family -- could borrow up to the entire amount of the applicable Co-Borrowing Facility. Each co-borrower was jointly and severally liable for all amounts borrowed by any of the other co-borrowers regardless of whether it received any benefit from such borrowings. The provision of billions of dollars of co-borrowing loans to unaffiliated entities under these circumstances was unprecedented. Permitting the RFEs to borrow such substantial amounts -- which they clearly could not repay -- against the credit of the Co-Borrowing Debtors served no legitimate corporate purpose for the Debtors.

446. Thus, the Debtors and certain of the Co-Borrowing Lenders structured each of the Co-Borrowing Facilities to leverage the Debtors' credit to provide the Rigas Family with access to billions of dollars of loans. Without the Debtors' credit support, the Rigas Family could not have obtained loans of this magnitude. Indeed, upon information and belief, the first of the relevant Co-Borrowing Facilities was consummated because the Rigas Family had exhausted its borrowing capacity under several margin loan accounts held at SSB and other Defendants. Moreover, upon information and belief, each of the Co-Borrowing Lenders and the Investment Banks knew that the Co-Borrowing Facilities would be available to finance the Rigas

Family's purchases of Adelphia securities and other asset acquisitions, to pay off margin loans to the Rigas Family and for other personal uses by the Rigas Family.

447. The money lent to the RFE co-borrowers conferred no benefit on the Debtors. From the outset, it was clear to the Rigas Family and the Co-Borrowing Lenders that the Debtors would not receive any benefit from those substantial portions of the Co-Borrowing Facilities drawn down by the RFEs.

448. The RFEs were significantly less creditworthy than the Debtor co-borrowers. The value of cable providers such as the Debtors and the cable RFEs -- and hence their borrowing capacity -- is measured principally by the cash flow generated by their respective subscriber bases. One of the standard valuation methodologies used in the cable industry is a multiple of the number of a company's subscribers. Prior to the closing of each of the Co-Borrowing Facilities, it was clear to the Co-Borrowing Lenders that the RFE co-borrowers had insufficient assets (i.e., subscribers) to repay their respective share of the amounts initially drawn and likely to be drawn thereafter.

449. Indeed, the RFEs contributed approximately 5% of the subscribers to the Co-Borrowing Facilities despite being entitled to borrow all of the funds thereunder and despite ultimately drawing nearly 60% of the funds available under those facilities.

2. The Debtors And The Rigas Family Intended That The Co-Borrowing Facilities Would Be Used For Fraudulent Purposes.

a. UCA/HHC.

450. The Rigas Family did not hide their intent to use the UCA/HHC Co-Borrowers Facility to defraud the Debtors and their creditors. To the contrary, the Rigas Family

disclosed its fraudulent intent to the UCA/HHC Co-Borrowing Lenders. Discussing the UCA/HHC Co-Borrowing Facility before closing, the Debtors informed certain of the Agent Banks that they “specifically intended a portion of the facility to be distributed to the Rigas Family for purposes of participating in the upcoming [Adelphia] equity offering.” (emphasis added).

451. Upon information and belief, the Debtors and the Agent Banks informed the other Co-Borrowing Lenders of this intent before closing. Thus, the UCA/HHC Co-Borrowing Lenders -- who knew that the UCA/HHC Debtors received no benefit from loans to the Rigas Family or the RFEs -- acknowledged and agreed that \$250 million of the \$850 million of the initial proceeds from the facility would be used by the Rigas Family to purchase equity securities from Adelphia for their personal account. The Debtors also disclosed that the RFE co-borrowers under the UCA/HHC Co-Borrowing Facility were not owned by the Debtors.

452. Prior to the closing of the UCA/HCC Co-Borrowing Facility, the Debtors and the Rigas Family also disclosed to the UCA/HCC Co-Borrowing Lenders that the assets of the RFEs participating in the facility would be disproportionately small compared to those of the UCA/HHC Debtors. Of the 395,000 subscribers owned by the borrowers participating in the UCA/HHC Co-Borrowing Facility, the sole RFE member of the borrowing group, Hilton Head, contributed just 72,000 subscribers, or approximately 18%. Nonetheless, as of the Petition Date, Hilton Head, an RFE, had drawn approximately \$642 million of the \$831 million outstanding under the UCA/HHC Co-Borrowing Facility, or 77% of the amount borrowed. No prudent lender would have lent Hilton Head \$642 million (or more) without the credit support of the UCA/HHC Co-Borrowing Debtors.

453. None of the amounts drawn by, or on behalf of, Hilton Head benefited any of the Debtors.

b. CCH.

454. The Rigas Family also announced its intent to use the CCH Co-Borrowing Facility to defraud the Debtors. The Debtors and the Rigas Family expressly advised the CCH Agent Banks that they intended to use the proceeds from the CCH Co-Borrowing Facility to acquire assets for the personal account of the Rigas Family. In a written invitation to participate in the CCH Co-Borrowing Facility, Adelphia executive James Brown stated:

The use of proceeds for this facility will be primarily to fund Adelphia's purchase of the Cleveland, Ohio cable system from Cablevision Systems Corporation (\$990 mm), to fund Adelphia's purchase of certain cable assets from Prestige Communications (\$700mm) and to fund the Rigas families [sic] purchase of certain cable assets from Prestige Communications (\$400 mm).

Letter from James Brown to Agent Banks, dated February 17, 2000 (emphasis added). Thus, from the outset, the CCH Agent Banks knew that the Debtors intended to draw hundreds of millions of dollars from the facility at closing for the sole benefit of the RFE co-borrowers.

455. Upon information and belief, the Debtors and the Rigas Family also disclosed to each of the other CCH Lenders that (i) the RFE co-borrowers were not affiliated with the Debtors, and (ii) the Rigas Family intended to use a portion of the funds under the CCH Co-Borrowing Facility to fund the Rigas Family's personal acquisition of the Prestige Systems. Indeed, based on the substantial participation of CCH Lenders that had participated in the UCA/HHC Co-Borrowing Facility, the CCH Lenders also knew that the Rigas Family had been using the proceeds of other co-borrowing loans for fraudulent purposes.

456. Moreover, the offering memorandum for the CCH Co-Borrowing Facility informed the CCH Lenders that the number of cable subscribers owned by the RFE co-borrower was disproportionately small compared to the number of subscribers owned by the CCH Debtors and patently insufficient to support repayment of the loans. Of the 1,532,814 subscribers owned by the CCH Co-Borrowing Facility borrowing group, the sole RFE member, Highland Prestige, contributed just 55,831 subscribers, or approximately 3.6% of the total assets supporting the loan. Nonetheless, as of the Petition Date, Highland Prestige had drawn approximately \$1.66 billion of the \$2.48 billion outstanding under the CCH Co-Borrowing Facility, or 67% of the amount borrowed. No prudent lender would have lent Highland Prestige \$1.66 billion (or more) without the credit support of the CCH Co-Borrowing Debtors.

457. None of the amounts drawn by Highland Prestige benefited any of the Debtors.

c. Olympus.

458. The Rigas Family did not conceal its intention to use the Olympic Co-Borrowing Facility for its personal benefit. The offering memorandum distributed to the Olympus Lenders specifically stated that: (i) the initial proceeds would be used to pay at least \$152 million of indebtedness owed by RFEs, and (ii) the RFEs were unaffiliated entities. Indeed, based on the substantial overlapping participation of lenders from the UCA/HHC and CCH Co-Borrowing Facilities, the Olympus Lenders knew that the Rigas Family had been using the proceeds of other Co-Borrowing Facilities for fraudulent purposes as more fully described above.

459. The offering memorandum for the Olympus Co-Borrowing Facility advised the Olympus Lenders that the number of cable subscribers owned by the RFE co-borrowers was disproportionately small compared to the Olympus Debtors and patently insufficient to support repayment of the loans. Of the 1,566,847 subscribers contributed to the Olympus Co-Borrowing Facility borrowing group as collateral, the two RFE members of the borrowing group, Highland Video and CCT, contributed just 61,335 subscribers, or approximately 3.9% of the total assets supporting the loan. Nonetheless, as of the Petition Date, Highland Video and CCT had drawn approximately \$751.5 million of the \$1.27 billion outstanding under the Olympus Co-Borrowing Facility, or 59% of the amount borrowed. No prudent lender would have lent Highland Video and CCT \$751 million (or more) without the credit guaranty of the Olympus Co-Borrowing Debtors.

460. None of the amounts drawn by Highland Video and CCT benefited any of the Debtors.

3. **The Fraudulent Uses Of The Co-Borrowing Facilities By The Rigas Family.**

a. **The Rigas Family's Purchase
Of \$1.9 Billion Of Adelphia Securities.**

461. From late 1998 until their resignations in May 2002, the Rigas Family engaged in at least eleven transactions for the purchase of approximately \$1.9 billion in securities issued by Adelphia, including common stock and convertible bonds. The Rigas Family funded many of these transactions directly from the proceeds of the Co-Borrowing Facilities. Each of these transactions was fraudulent because, as discussed infra, the Debtors received no consideration. In fact, the Debtors suffered significant harm from these transactions

because the Debtors issued stock to the Rigas Family for zero net value, when such stock could have been sold to third parties to raise fresh capital. As discussed infra, the Rigas Family compounded this harm by using these purchases to create the appearance that the Debtors' liabilities had decreased, when, in fact, they had not.

b. **The Debtors' Payment Of \$252 Million Of Margin Loans On Behalf Of The Rigas Family.**

462. From July 2001 until May 2002, the Rigas Family used approximately \$252 million from the Co-Borrowing Facilities to make payments on margin loans owed by the members of the Rigas Family on personal margin accounts maintained at Defendants BofA, SSB, Deutsche Bank Securities and Goldman Sachs (the "Margin Lenders"). The Adelphia securities that the Rigas Family purchased with co-borrowing funds secured amounts owed under these margin accounts. A significant amount of the margin payments made by the Rigas Family with funds drawn from the Co-Borrowing Facilities -- approximately \$166 million -- occurred after March 27, 2002, the date on which the Rigas Family publicly disclosed its fraudulent concealment of the true amount of Adelphia's liability under the Co-Borrowing Facilities. The Margin Lenders (or their affiliates) that were Co-Borrowing Lenders knew prior to their receipt of the margin payments for the personal benefit of the Rigas Family that such payments came from Co-Borrowing Facilities.

c. **The Rigas Family's Purchase Of \$710 Million Of Cable Systems.**

463. On or about July 5, 2000, Highland Holdings, an RFE, acquired various cable systems in Georgia owned by Prestige Communications, Inc. (the "Prestige Acquisition"). The Prestige Acquisition involved various transfers of funds and other assets by which the Rigas

Family, through Highland Holdings, consummated the Prestige Acquisition with approximately \$365 million of funds borrowed from the CCH Co-Borrowing Facility, for which the CCH Debtors remained liable.

464. On or about July 2, 2001, Highland Holdings also acquired various cable systems from the Estate of Bill Daniels (the "Daniels Acquisition"). The Daniels Acquisition also involved various transfers of funds and other assets by which the Rigas Family, through Highland Holdings, consummated the Daniels Acquisition with approximately \$345 million of funds borrowed from the CCH Co-Borrowing Facility, for which the CCH Debtors remained liable.

**d. Other Uses By The Rigas Family Of
Funds From The Co-Borrowing Facilities.**

465. The Rigas Family also used funds from the Co-Borrowing Facilities to finance certain non-Adelphia related ventures and to cause Adelphia to enter into other fraudulent transactions with RFEs.

466. For example, The Rigas Family used at least a portion of the Co-Borrowing Facilities to fund \$175 million in expenses for the Buffalo Sabres professional hockey team (formerly owned by an RFE), and to fund expenditures relating to the development of a golf course at Wending Creek Farms on Rigas Family land.

467. The Rigas Family also caused Adelphia to use at least a portion of the Co-Borrowing Facilities to purchase in non-arms length transactions approximately \$40 million in furniture and to purchase timber rights from RFEs.

468. As of the Petition Date, the Rigas Family fraudulently had used at least \$3.4 billion of the \$5.6 billion available under the Co-Borrowing Facilities for their own personal enrichment, to the detriment of the Debtors and their other creditors. As more fully discussed infra, the Co-Borrowing Lenders knew of or recklessly disregarded the Rigas Family's fraudulent scheme.

4. The Rigas Family's Fraudulent Use Of Non-Co-Borrowing Facilities.

469. The Rigas Family's fraudulent use of the Debtors' credit facilities did not end with the Co-Borrowing Facilities. The Rigas Family used at least one of the Debtors' other credit facilities to fund personal expenses. In contrast to the Co-Borrowing Facilities, however, these other credit facilities did not explicitly authorize RFEs to access such credit.

470. The Century-TCI Lenders knew, or recklessly disregarded, the fact that the proceeds of their loans were being used to illegally shift value from the Debtors to the Rigas Family without consideration. In this regard, on October 30, 2001, October 31, 2001, and November 1, 2001, the Debtors drew a total of \$490 million from the Century-TCI Facility; upon information and belief, the Rigas Family used these proceeds to pay for purchases of common stock and convertible notes for \$408 million in October and November 2001. At or about that time, the Co-Borrowing Facilities were fully drawn. Adelphia therefore requested from Citibank, as the administrative agent for the Century-TCI Credit Facility, a previously unplanned \$350 million draw; Adelphia also drew from Century-TCI another \$60 million on October 31, and another \$80 million on November 1.

471. Although the Rigas Family acquired \$408 million of Adelphia securities in October and November 2001, in reality, the Rigas Family did not pay \$408 million or any other

amount to Adelphia. Instead, the Rigas Family merely recycled Century-TCI funds to consummate this stock purchase rather than contributing fresh capital. The Century-TCI Lenders knew or recklessly disregarded the fact that the \$408 million draw from the Century-TCI Facility and other draws were used by the Rigas Family for fraudulent purposes.

**D. The Rigas Family Concealed From Creditors Other Than Defendants
The True Amount Outstanding Under The Co-Borrowing Facilities.**

472. The Rigas Family's intent to defraud creditors is evidenced by their concealment of the true amounts outstanding under the Co-Borrowing Facilities. In 2000, the Debtors' debt burden caused significant reductions in the Debtors' credit ratings, thereby jeopardizing the Rigas Family's ability to access the capital markets. In August 2000, Moody's observed that the Debtors desperately needed a "deleveraging" event. Consequently, the Rigas Family -- with Defendants' knowledge or reckless disregard -- concocted a ploy to convince the public that Adelphia was deleveraging when its actual debt load was increasing because of the Rigas Family's illicit uses of the Co-Borrowing Facilities. As more fully explained below, while the Debtors -- acting by and through the Rigas Family -- concealed the true extent of their borrowings from other creditors, the Co-Borrowing Lenders knew the correct amounts all along.

**1. The Debtors Simply Omitted The RFE Uses Of
The Co-Borrowing Facilities And Other Amounts
From Their Balance Sheets.**

473. At no time prior to March 27, 2002 did the Debtors disclose the true extent of their liabilities under the Co-Borrowing Facilities in filings with the Securities and Exchange Commission ("SEC"). Since May 1999 -- the date the UCA/HHC Co-Borrowing Facility closed -- Adelphia's SEC filings have understated the amount owed under the Co-Borrowing Facilities

by billions of dollars. Moreover, Adelphia and its indirect subsidiaries Arahova Communications, Inc. and Olympus Communications, L.P. each had publicly-traded debt securities. The Rigas Family also caused the SEC filings of these indirect Adelphia subsidiaries to understate the billions of dollars outstanding under the Co-Borrowing Facilities.

474. The Rigas Family consistently omitted from the Debtors' public financial statements amounts borrowed for the exclusive benefit of the RFEs. Yet the Debtors, the Rigas Family and Defendants knew that Generally Accepted Accounting Principles ("GAAP") require a party liable for a debt (whether on a co-borrowing basis or otherwise) to disclose the entire amount of the debt in financial statements regardless of whether the debt was incurred for the benefit of another borrower; GAAP only permits exclusion of debt that has been extinguished. No amounts concealed by the Rigas Family had ever been extinguished.

2. The Fraudulent Use Of The CMS.

475. Until May 2002, when the Rigas Family relinquished control of the Debtors, the Debtors used their cash management system ("CMS") to control cash transactions involving each of the Debtors and the RFEs. The CMS was a key instrumentality of the fraud. The use of a central cash management system governing both a public company and unaffiliated entities was unprecedented. Defendants knew or recklessly disregarded the structure and fraudulent use of the CMS. Indeed, it was yet another red flag that they ignored.

476. Defendant Wachovia -- an agent bank or lender in all of the Debtors' credit facilities -- maintained the CMS at all relevant times and the Rigas Family controlled it. The CMS was a central depository (in reality, the Rigas Family's personal piggy bank) for cash generated or obtained by the Debtors from all sources (including borrowings under each of the